Wiley, Rein & Fielding

1776 K Street, N.W. Washington. D.C. 20006 (202) **719-7000**

Eric W. DeSilva (X21719-3182 edesilva@wrf.com

Fax: (202) ~19-~040 www.wrf.com

June 20, 2001

Federal Communications Commission 1270 Fairfield Road Gettysburg, PA 17325-7245

Re: Updated FCC Form 602 Filing for TeleCorp Holding Corp. II. L.L.C.

Dear Sir or Madam:

Attached please find an updated FCC Form 602 for TeleCorp Holding Corp. II, L.L.C.

Please stamp the enclosed duplicate copy as received and return it for our records in the attached UPS Next Day Air envelope.

Please direct any questions or correspondence concerning this filing to the undersigned.

Respectfully submitted,

Eric W. DeSilva

Enclosure



FGC 902 Mich Porm

FCC Ownership Disclosure information for the Wireless Telecommunications Services

Approved by OMB 3060 - 0798 See instructions for public burden estimate

PAGE

Applicant/Licensee Information	LM.	1 1			<u> </u>
1) Pirot Name (il inchicusi):	M:	Last Name:			Suthe
(if chity):			3) Applicant TIN:		
TaleCom Halding Com. H. I. T. C.	•	± 1.	1		
TeleCorp Holding Corp. II, L.L.C. Nated FCC Regulated Businesses of Applicant/L	lanan	· · · · · · · · · · · · · · · · · · ·			
	- Action			_	
44) Name and address of all PCC Regulated Businesses owned by Applicant Losses (use additional sheets, if necessary):	f	4b) Principal Business:	46) TIN:	ų	4d) Percent of Varest Hald:
TeleCorp LMDS, Inc.	LMDSP	mvider		10	ν
Cophyr Wireless, L.L.C.		Applicant		10	
Visconsin Acquisition Corp.	1				.v
	PCS Lice	:Disce		10	0
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Nature youd or Printed Name of Party Authorized to Sign					
st Name:	Mt	Last Name:			Suffix
homas	·	Sullivan			
er -					
resident					
nature:				Date:	
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ure To Sign This Application May Result in Dismisent Of The Applic	ation And Forte				
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LPOL PALSE STATE, ENTS MODE ON THIS FORM OR ANY ATT DYOR REVOCATION OF ANY STATION LICENSE OR CONSTRUC Illon 603).	riuments ari Tiòn Permit (1	ERLINSHABLE BY FINE OF THE CO. T. T. Section 1. Section	HARDE HAPPERDANAENT (U.S. C 313(a)(1)), AND OR FORFETUI C	666, Title 18, 8 RE (D.S. Gode	iection 1001) . Title 47,
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FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 0799 See instructions for public burden estimate

isclosable Interest Holder information (complete as many as required to describe all disclosable interest holders)

isclosable interest Holder Information (c	ompiete as me	any as i	equired to describe a	ii disclosable interest noiders)	
1) Disclosable Interest Holder's First Name (if indivi	duai):	MI:	Last Name:		Suffix
Disclosable Interest Hdder's Name (if entity):		<u></u>		3) Disclosable Interest Holder's	: TIN:
2) Distriction interest reader a reality (in charge).				o) Discress interest riolder of	, THV.
TeleCorp PCS, Inc.			9		
4) Disclosable Interest Holder's Address:					
1010 11 5 1 5 1 6 1 000 1 11	TT 1 000	204			
1010 N. Glebe Road, Suite 800; Arling 5) Type of Interest in Applicant ()			Hdder is a(n): ()	7) Percent of Interest Held in A	\nnlicont
(refer to Instructions for list)			for list of codes):	7) Percent of Interest Heid in F	Арріїсані
I	С			100	
8) Disclosable Interest Holder's Type of Ownership	•		9) Disclosable Interest	Holder's Country of Citizenship:	
(refer to instructions for list):					
			TIGA		
c 0) Relationship Description (if the discloseable inter-	est holde r is an i	indirect ov	USA	from indirect owner to the applicant	t):
(ii and	001 				-,-
Related FCC Regulated Businesses of Disc	closable inter	rest Hol	ders (reneat for each	interest holder identified)	
11a)	JIOGUDIO III.OI	001 1101	11b)	11c)	lld)
Name and address of all FCC Regulated Busine	esses	Pi	rincipal Business:	TIN:	Percent of
owned by Disclosable Interest Hdder listed in #3 additional sheets, if necessary):	3 (use				Interest Held:
	DCC L				
See attached FCC Form 602 for TeleCo.	rp PCS, Inc.				

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OME 3060 - 0799 Siele instructions for public burgen estimate

Disclosable Interest Holder information (complete as many as required to describe all disclosable interest holders)

Disclosable Interest Holder Information (co Disclosable Interest Holder's First Name (if individed in the individed		MI:	Last Name:	sciosable interest noiders)	Suffix
Disclosable Interest Holder's Name (if entity):				3) Disclosable Interest Lift der's	TIN
27 Disclosuble interest Floride 3 Name (ii Chiny).				o) bloodsdale inter-	
TeleCorp Wireless, Inc.					
4) Disclosable Interest Holder's Address:					
1010 N. Glebe Road, Suite 800; Arling	ton, VA 22	20 1			
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosable	Interest Ho	older is a(n): () In list of codes):	7) Percent of Interest Held in A	pplicant
(refer to instructions for list)	(relei to ins	Structions to	i list of codes).		
D	c			100	
8) Disclosable Interest Holder's Type of Ownershtp			9) Disclosable Interest H	older's Country of Citizenship:	
(refer to instructions fof list):					
С			USA		
0) Relationship Description (if the discloseable interes	est holde r is an i	indirect owr		om indirect owner to the applicant):
TeleCorp Wireless, Inc. is the parent of	TeleCorp H	Iolding C	Corp. II, L.L.C. and a		
subsidiary of TeleCorp PCS, Inc.					
Related FCC Regulated Businesses of Disc	closable Inte	rest Hold			
IIa) Name and address of all FCC Regulated Busine	esses	Pri	IIb) ncipal Business:	11c) TIN:	IId) Percent of
owned by Disclosable Interest Holder listed in #3 additional sheets, if necessary):	(use				Interest Held:
See FCC Form 602 for TeleCorp PCS, I	no				
	iic.				
on file with the FCC.					

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 = 0799 See instructions for public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder's First Name (if ind	ividual):	MI:	Last Name:		Suffix
Gerald		l I	Vent0		
2) Disclosable Interest Holder's Name (if entity):				3) Disclosable Interest Holder's TI	N.
4) Disclosable Interest Holder's Address:					
1010 N. Glebe Road, Suite 800; Arlin	ngton, VA 2	22201			
5) Type of Interest in Applicant () (refer to Instructions for list)	,	Disclosable Interest Hdder is a(n): () (refer to instructions for list of codes):		7) Percent of Interest Held in App	licant:
I, K, R, O	I			9.63% Equity 50.1% Voting	
Disclosable Interest Hdder's Type of Ownersh (refer to instructions for list):	ip		9) Disclosable Interest	t Holder's Country of Citizenship:	
S			USA		
0) Relationship Description (if the discloseable int Mr. Vento's interest is held through Touching interest is held jointly with Mr.	eleCorp PCS	S, Inc. in	the form of tracking	g stock. Mr. Vento's	
elated FCC Regulated Businesses of D	isclosable In	terest Ho	ders (repeat for each	n interest holder identified)	
Name and address of all FCC Regulated Bus owned by Disclosable Interest Hdder listed in additional sheets, if necessary):		P	IIb) rincipal Business:	11c) TIN:	Percent of Interest Held

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Hdder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	11c) TIN:	Percent of Interest Held:
See Exhibit 1.			

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved **3**, OMB 3060 0799 See instructions for public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individ	lual):	MI:	Last Name:		Suffix
Thomas			Sullivan		
Disclosable Interest Holder's Name (if enbty):			1	3) Disclosable Interest Holder's T	IN:
Disclosable Interest Holder's Address:					
4) Disclosable interest Florder's Address.					
1010 N. Glebe Road. Suite 800: Arling	ton, VA 2	22201			
5) Type of Interest in Applicant () (refer to Instructions for list)			dder is a(n): () or list of codes):	7) Percent of Interest Held in Applicant	
(Icidi to Instructions for list)	(10101 10	inou doublio le	, net or obdeo).	5.000 (To . :	
I, K, R. 0	I			5.89% Equity 50.1 % Voting	
8) Disclosable Interest Holder's Type of Ownership			9) Disclosable Interest	Holder's Country Of Citizenship:	
(refer to instructions for list):					
S 10) Relationship Description (if the discloseable Interest	set hadar is s	an indirect ow	USA	a from indirect owner to the applicant)	
Mr. Sullivan's interest is held through T					
Sullivan's voting interest is held jointly	-			_	
Related FCC Regulated Businesses of Disc	losable In	terest Hold	ers (repeat for each	interest holder identified)	
11a)			IIb)	IIc)	11d)
Name and address of all FCC Regulated Busine		Principal Business:		TIN:	Percent of
owned by Disclosable Interest Hdder listed in #3 additional sheets, if necessary):	(use				Interest Held:
See Exhibit 2.					
See Lamore 2.					
					_
™. ,					

FCC Ownership Disclosure Information for the **Wireless Telecommunications Services**

Schedule for Disclosable Interest Holders

Approved by OMB **3060 -** 0799 See instructions to: public burden estimate

 Disclosable Interest Hdder's First Name (if indi 	vidual):	MI:	Last Name:		Suffix
2) Disclosable Interest Holder's Name (if entity):			1	3) Disclosable Interest Holder's	TIN:
CB Capital Investors, L.P.				Unavailable	
) Disclosable Interest Holder's Address:					
380 Madison Avenue, 12th Floor; Ne	w York, Ne	w York 1	10017; Atm: Michae	el Hannon	
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosable	Disclosable Interest Holder is a(n): ((refer to instructions for list of codes):		7) Percent of Interest Held in A	Applicant:
	L			20.3%	
B) Disclosable Interest Hdder's Type of Ownershi (refer to instructions for list):	р		9) Disclosable Interest I	Holder's Country of Citizenship:	
S			USA		
O) Relationship Description (if the discloseable int CB Capital Investors, L.P.'s interest is			•	• • • • • • • • • • • • • • • • • • • •	t):
elated FCC Regulated Businesses of Di	sclosable Inte	erest Hold	ers (repeat for each	interest holder identified)	
Name and address of all FCC Regulated Bus owned by Disclosable Interest Hdder listed in additional sheets, if necessary):		Pri	IIb) ncipal Business:	11c) TIN:	Percent of Interest Hel
					

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Hdder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	11c) TIN:	IId) Percent of Interest Held:
TeleCorp PCS, Inc.			
(see also TeleCorp PCS. Inc. disclosures)	PCS holding company.		15.16%
Entercom Communications Corp.			
	Broadcasting	Unavailable	Unavailable
Mediacom LLC			
	CATV	Unavailable	Unavailable
Triton Communications, L.L.C.			
	Cellular Telephony	Unavailable	32.2%
Triton PCS, Inc.			
	PCS company	23-2930873	19.8%

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved 3. 0M5 3060 - 0799 Significations for public burden estimate

1) Disclosable Interest Holder's First Name (if individual individ	dual):	MI:	Last Name:		Suffix
2) Disclosable Interest Holder's Name (if entity):				3) Disclosable Interest Holde	er's TIN.
Equity-Linked Investors-II .				Unavailable	
4) Disclosable Interest Holder's Address:					
540 Madison Avenue, 36th Floor; New	York. Nev	w York 1	0022: Attn: Rohit <i>N</i>	1. Desai	
5) Type of Interest in Applicant () (refer to Instructions for list)			older is a(n): () r list of codes):	7) Percent of Interest Held II	n Applicant
I	L			19.48%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):	_		9) Disclosable interest H	lolder's Country of Citizenship:	
9			USA		
 Relationship Description (if the discloseable interest 	est hdder is an	indirect own		om indirect owner to the applica	ant):
Equity-Linked Investors-II's interest is I					,
		,	. 1		
elated FCC Regulated Businesses of Disc	losable.Int	erest Hold	ers (repeat for each i	nterest holder identified)	,
IIa) Name and address of all FCC Regulated Busine owned by Disclosable Interest Holder listed in #3 additional sheets, if necessary):	esses		ers (repeat for each i IIb) ncipal Business:	nterest holder identified), 11c) TIN:	, 11d) Percent of Interest Held:
Name and address of all FCC Regulated Busine owned by Disclosable Interest Holder listed in #3 additional sheets, if necessary):	esses		IIb)	11c)	11d) Percent of
Name and address of all FCC Regulated Busine owned by Disclosable Interest Holder listed in #3 additional sheets, if necessary): TeleCorp PCS, Inc.	esses b (use	Pril	IIb)	11c)	11d) Percent of
IIa) Name and address of all FCC Regulated Busine owned by Disclosable Interest Holder listed in #3	esses b (use	Pril	IIb) ncipal Business:	11c)	Percent of Interest Held:
Name and address of all FCC Regulated Busine owned by Disclosable Interest Holder listed in #3 additional sheets, if necessary): FeleCorp PCS, Inc. See also TeleCorp PCS, Inc. disclosures	esses s (use	Pril	IIb) ncipal Business:	11c)	Percent of Interest Held:
Name and address of all FCC Regulated Busine owned by Disclosable Interest Holder listed in #3 additional sheets, if necessary): TeleCorp PCS, Inc. see also TeleCorp PCS, Inc. disclosures	esses s (use	Prii PCS holdi	IIb) ncipal Business:	11c)	Percent of Interest Held:
Name and address of all FCC Regulated Busine owned by Disclosable Interest Holder listed in #3 additional sheets, if necessary): TeleCorp PCS, Inc. see also TeleCorp PCS, Inc. disclosures	esses s (use	Prii PCS holdi	IIb) ncipal Business:	11c)	Percent of Interest Held:
Name and address of all FCC Regulated Busine owned by Disclosable Interest Holder listed in #3 additional sheets, if necessary): TeleCorp PCS, Inc. see also TeleCorp PCS, Inc. disclosures	esses s (use	Prii PCS holdi	IIb) ncipal Business:	11c)	Percent of Interest Held:
Name and address of all FCC Regulated Busine owned by Disclosable Interest Holder listed in #3 additional sheets, if necessary): TeleCorp PCS, Inc. see also TeleCorp PCS, Inc. disclosures	esses s (use	Prii PCS holdi	IIb) ncipal Business:	11c)	Percent of Interest Held:
Name and address of all FCC Regulated Busine owned by Disclosable Interest Holder listed in #3 additional sheets, if necessary): TeleCorp PCS, Inc. see also TeleCorp PCS, Inc. disclosures	esses s (use	Prii PCS holdi	IIb) ncipal Business:	11c)	Percent of Interest Held:
Name and address of all FCC Regulated Busine owned by Disclosable Interest Holder listed in #3 additional sheets, if necessary): TeleCorp PCS, Inc. see also TeleCorp PCS, Inc. disclosures Triax Midwest Associates, L.P.	esses s (use	Prii PCS holdi	IIb) ncipal Business:	11c)	Percent of Interest Held:
Name and address of all FCC Regulated Busine owned by Disclosable Interest Holder listed in #3 additional sheets, if necessary): TeleCorp PCS, Inc. See also TeleCorp PCS, Inc. disclosures Triax Midwest Associates, L.P.	esses s (use	Prii PCS holdi	IIb) ncipal Business:	11c)	Percent of Interest Held:

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 - 0799 See instructions to public burden estimate

Disclosable interest Holder Information (Complete 3s many as rewired to describe all disclosable interest holders)

Disclosable interest Holder Information (Co	ombiete as n	nany as i	ewired to describe all	l disclosable interest holders)	
1) Disc&able Interest Holder's First Name (if individual)	dual):	MI:	Last Name:		Suffix
2) Disclosable Interest Hdder's Name (if entity):				3) Disclosable Interest Holder	's TIN:
Harla Camanania di ana Bartanana I. B				T.T	
Hoak Communications Partners. L.P. 4) Disclosable Interest Holder's Address:				Unavailable	
, 2 : 5 : 5 : 6 : 6 : 6 : 6 : 6 : 6 : 6 : 6					
One Galleria Tower; 13355 Noel Road					
5) Type of Interest in Applicant () (refer to Instructions for list)			older is a(n): () or list of codes):	7) Percent of Interest Held in	Applicant:
I	L		_	14.61%	
8) Disc&able Interest Hdder's Type of Ownership (refer to rnstructions for list):			9) Disclosable Interest	t Holder's Country of Citizenship:	

S IO) Relationship Description (if the discloseable interests)	est holder is an	indirect ov	USA vner. list path of ownershi	from indirect Owner to the applica	ant):
Hoak Communications Partners, L.P.'s					,
Related FCC Regulated Businesses of Disc	closable Inte	rest Hol	ders (repeat for eac	h interest holder identified)	T
IIa) Name and address of all FCC Regulated Busine	2000	Pr	IIb) incipal Business:	IIc) TIN:	11d) Percent of
owned by Disclosable Interest Hdder listed in #3 additional sheets, if necessary):		, ,	mospar Buomeso.	TIIV.	Interest Held:
•	+			a.I\$	
TeleCorp PCS, Inc.					
(see also TeleCorp PCS. Inc. disclosures	s) P	CS hold	ing company	_	10.7%
200					
					_
	1			1	1

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 - 0799 See instructionsfor Public burdenestimate

Disclosable interest Holder Information (complete as many as required to describe all disclosable interest holders)

Discourage interest relief interest (60				meres meres moders	10."
1) Disclosable Interest Holder's First Name (if indivi-	iduai):	MI:	Last Name:		Suffix
2) Disclosable Interest Holder's Name (if entity):				3) Disclosable Interest Holder's	TIN:
J. H Whitney III, L.P.				Unavailable	
4) Disclosable Interest Holder's Address:					
177 Broad Street, 15th Fl.; Stamford,	Connectic	ut 06901; <i>A</i>	Attn: William Lavo	erack, Jr.	
5) Type of Interest in Applicant ()			lder is a(n): (7) Percent of Interest Held in	Applicant:
(refer to Instructions for list)	(refer to	instructions for	list of codes):		
I	L			12.18%	
6) Disc&able Interest Holder's Type of Ownership	1 2		9) Disclosable Interest	: Holder's Country of Citizenship:	
(refer to instructions for list):			· , - · · · · · · · · · · · · · · · · ·		
C C			TICA		
S			USA	for a la Parata and a la de la callact	.4)
10) Relationship Description (if the discloseable inter				p from indirect owner to the applicar	nt):
J. H. Whitney III, L.P.'s interest is held	indirectly	through Lei	eCorp PCS. Inc.		
Related FCC Regulated Businesses of Disc	closable In	terest Holde	ers (repeat for each	n interest holder identified)	1
lla)			11b)	11c)	IId)
Name and address of all FCC Regulated Busin		Prir	cipal Business:	TIN:	Percent of
owned by Disclosable Interest Holder listed in #: additional sheets, if necessary):	3 (use				Interest Held:
addisona. oneete, s. neessa.y).					
Atlantis Bidding Corp.				ı	
		20 CH	1.		16.7% Voting
		39 GHz ap	plicant		28.3% Equity
* ~ _' ,					
					1

Form 602 Exhibit 1 FCC Licensed Interests of Gerald Vento

Mr. Vento holds or has applied to hold interests in a number of FCC licensed entities. Because the equity and voting interests of Mr. Vento in such entities changes over time. to avoid having to update every FCC Form 602 for every licensed interest of Mr. Vento with each minor change in otherwise unrelated entities; Mr. Vento's equity and voting interests are disclosed in the FCC Form 602 for each specific referenced entity. Because TeleCorp PCS. Inc.. is a holding company that also has FCC licensed subsidiaries. a copy of the TeleCorp PCS. Inc. FCC Form 602 has been attached. The latest version of all other noted FCC Form 602s are hereby incorporated by reference. The entities in which Mr. Vento maintains an interest. has applied to hold an interest, or will shortly apply to hold an interest include:

Licensee	Principal Business	TIN
TeleCorp PCS, Inc.	PCS	54-1872248
THC of Tampa, Inc.	PCS	
THC of Orlando, Inc.	PCS	
THC of Orlando LMDS, Inc.	LMDS	
THC of Houston, Inc.	PCS	
THC of Melbourne, Inc.	PCS	
THC of San Diego, Inc.	PCS	
TeleCorp WCS, Inc.	WCS	
ABC Wireless, L.L.C.	PCS	
ABC Wireless II, L.L.C.	PCS	
Indiana Acquisition, L.L.C.	PCS	
Wireless Acquisition, L.L.C.	PCS	
Royal Wireless, L.L.C.	PCS	
Arnage Wireless, L.L.C.	PCS	
Panther Wireless, L.L.C.	PCS	
Sabre Wireless, L.L.C.	PCS	_
Lone Star Wireless, L.L.C.	PCS	
Southwest Wireless, L.L.C.	PCS	
Texas Wireless, L.L.C.	PCS	
Atlantis Bidding Corp.	39 GHz	

FCC Form 602 Exhibit 2 FCC Licensed Interests of Thomas Sullivan

Mr. Sullivan holds or has applied to hold interests in a number of FCC licensed entities. Because the equity and voting interests of Mr. Sullivan in such entities changes over time. to avoid having to update every FCC Form 602 for every licensed interest of Mr. Sullivan with each minor change in otherwise unrelated entities. Mr. Sullivan's equity and voting interests are disclosed in the FCC Form 602 for each specific referenced entity: Because TeleCorp PCS, Inc. is a holding company that also has FCC licensed subsidiaries, a copy of the TeleCorp PCS. Inc. FCC Form 602 has been attached. The latest version of all other noted FCC Form 602s are hereby incorporated by reference. The entities in which Mr. Sullivan maintains an interest. has applied to hold an interest, or will shortly apply to hold an interest include:

Licensee	Principal Business	TJ
TeleCorp PCS, Inc.	PCS	
THC of Tampa. Inc.	PCC	
THC of Orlando, Inc.	PCS	
THC of Orlando LMDS, Inc.	LMDS	
THC of Houston, Inc.	PCS	
THC of Melbourne. Inc.	PCS	
THC of San Diego, Inc.	PCS	
TeleCorp WCS. Inc.	WCS	
I ABC Wireless. L.L.C.	PCS	
I ABC Wireless II. L.L.C.	PCS	
Indiana Acquisition, L.L.C.	PCS	
Wireless Acquisition, L.L.C.	PCS	
Royal Wireless, L.L.C.	PCS	
Arnage Wireless, L.L.C.	PCS	
Panther Wireless, L.L.C.	PCS	<u> </u>
Sabre Wireless, L.L.C.	PCS	
Lone Star Wireless, L.L.C.	PCS	
Southwest Wireless, L.L.C.	PCS	
Texas Wireless, L.L.C.	PCS	
Atlantis Bidding Corp.	39 GHz	<u> </u>